



MICHAEL L. STEINER, on behalf of himself § Civil Action No. 05-CV-963  
and all others similarly situated, §

Plaintiff, §

VS. §

SCOTT L. HARMON, PAUL M. BAKER, §  
and MOTIVE, INC., §

Defendants. §

JONATHAN CHEEK, on behalf of himself § Civil Action No. 05-CV-970  
and all others similarly situated, §  
Plaintiff, §

VS. §

MOTIVE, INC., SCOTT L. HARMON, and §  
PAUL M. BAKER, MICHAEL J. MAPLES, §  
SR., THOMAS J. MEREDITH, DAVID §  
SIKORA, ERIC L. JONES, MICHAEL §  
LAVIGNA, JOHN D. THORNTON, SCOTT §  
D. ABEL, and DOUGLAS F. MCNARY, §

Defendants. §

ALLEN R. MANUEL, on behalf of himself § Civil Action No. 05-CV-1030  
and all others similarly situated, §  
Plaintiff, §

VS. §

MOTIVE, INC., SCOTT L. HARMON, and §  
PAUL M. BAKER, §

Defendants. §

WHEREAS, five related class action complaints (the "Actions") have been filed with the Court against defendants Motive, Inc., Scott L. Harmon, Paul M. Baker, Michael J. Maples, Sr., Thomas J. Meredith, David Sikora, Eric L. Jones, Michael Lavigna, John D. Thornton, Scott D. Abel, and Douglas F. McNary (collectively "Defendants"), alleging violations of federal securities laws;

WHEREAS, pursuant to 15 U.S.C. §78u-4 (a)(3)(A)(i), on November 1, 2005, within 20 days after filing the first of the related complaints, plaintiff in the action entitled *Paskowitz v. Motive, Inc., et al.*, No. 05-CV-923 (the "*Paskowitz* Action"), caused a notice to be published on *PR Newswire*, a widely circulated national business-oriented wire service, advising members of the purported class of, *inter alia*, (1) the pendency of the action, (2) the claims asserted therein, (3) the purported class period, and (4) that, not later than 60 days after the date on which the notice was published, any member of the purported class had the right to move the Court to serve as lead plaintiff of the Class;

WHEREAS, the Private Securities Litigation Reform Act of 1995 ("PSLRA"), 15 U.S.C. §78u-4(a)(3)(B)(iii), provides, *inter alia*, that the most-adequate plaintiff to serve as lead plaintiff is the person or group that has either filed a complaint or made a motion in response to a notice and has the largest financial interest in the relief sought by the Class;

WHEREAS, on January 3, 2006, a motion was made by Sara Jackson and Lisa Saint-Aubin (the "Jackson Group") seeking consolidation of the above-captioned actions, their appointment as Lead Plaintiff and approval of their selection of the law firm of Federman & Sherwood as Lead Counsel;

WHEREAS, on January 3, 2006, a motion was also made by City of Bethlehem Aggregated Pension Fund ("City of Bethlehem"), Kanto Elezaj, William E. Driscoll,

individually, and on behalf of William J. Driscoll, Valentin Spitkovsky, and Jack Dyke (collectively, the "City of Bethlehem Group") seeking consolidation of the above-captioned actions, their appointment as Lead Plaintiff and approval of their selection of the law firm of Schifffrin & Barroway, LLP as Lead Counsel;

WHEREAS, on January 3, 2006, a motion was also made by Clifford Allen and Daniel Lambert seeking consolidation of the above-captioned actions, their appointment as Lead Plaintiff and approval of their selection of the law firm Cohen, Milstein, Hausfeld & Toll, P.L.L.C. as Lead Counsel;

WHEREAS, on January 3, 2006, a motion was also made by Jonathan Cheek seeking consolidation of the above-captioned actions, his appointment as Lead Plaintiff and approval of his selection of Provost & Umphrey Law Firm, LLP as Lead Counsel;

WHEREAS, Rule 42(a) of the Federal Rules of Civil Procedure provides that a court may order all actions consolidated if they involve "common issues of law or fact." Fed. R. Civ. P. 42(a). The related actions involve common legal and factual issues and name defendants in common; thus, efficiency and consistency will result from their consolidation, as held by *Dillard v. Merrill Lynch, Pierce, Fenner & Smith, Inc.*, 961 F.2d 1148, 1161 (5th Cir. 1992);

WHEREAS, 15 U.S.C. §78u-4(a)(3)(B) provides, *inter alia*, that as soon as practicable after the decision on consolidation is rendered, the court shall appoint the most adequate plaintiff as lead plaintiff for the consolidated actions;

WHEREAS, the members of the Jackson Group and the members of the City of Bethlehem Group have reviewed the competing motions and believe it is in the best interests of the Class for Jackson Group member, Sara Jackson, and City of Bethlehem Group member, City of Bethlehem (the "Motive Investor Movants"), to jointly litigate this action as Co-Lead

Plaintiffs and for their choice of counsel, the law firms of Federman & Sherwood and Schiffrin & Barroway, LLP to serve as Co-Lead Counsel;

WHEREAS, Clifford Allen and Daniel Lambert and Jonathan Cheek hereby withdraw their respective motions and no longer pursue appointment as lead plaintiff in this action.

IT IS HEREBY STIPULATED and AGREED, by and between the Motive Investor Movants, through their undersigned attorneys, and subject to the Court's approval, as follows:

1. The above-captioned actions are consolidated for all purposes (the "Consolidated Action"). This Order (the "Order") shall apply to the Consolidated Action and to each case that relates to the same subject matter that is subsequently filed in this Court or is transferred to this Court and is consolidated with the Consolidated Action.

2. A Master File is established for this proceeding. The Master File shall be Civil Action No. 05-CV-923. The Clerk shall file <sup>future</sup> all pleadings in the Master File and note such filings on the Master Docket.

3. An original of this Order shall be filed by the Clerk in the Master File.

4. The Clerk shall mail a copy of this Order to counsel of record in the Consolidated Action.

5. Every pleading in the Consolidated Action shall have the following caption:

IN RE MOTIVE, INC.	)	Civil Action No. 05-CV-923
SECURITIES LITIGATION	)	
	)	

6. The Court requests the assistance of counsel in calling to the attention of the Clerk of this Court the filing or transfer of any case that might properly be consolidated as part of the Consolidated Action.

7. When a case that arises out of the same subject matter of the Consolidated Action is hereinafter filed in this Court or transferred from another Court, the Clerk of this Court shall:

- a. File a copy of this Order in the separate file for such action;
- b. Mail a copy of this Order to the attorneys for the plaintiff(s) in the newly-filed or transferred case and to any new defendant(s) in the newly-filed case; and
- c. Make the appropriate entry in the Master Docket for the Consolidated Action.

8. Each new case that arises out of the subject matter of the Consolidated Action which is filed in this Court or transferred to this Court, shall be consolidated with the Consolidated Action and this Order shall apply thereto, unless a party objects to consolidation, as provided for herein, or any provision of this Order, within ten (10) days after the date upon which a copy of this Order is served on counsel for such party, by filing an application for relief and this Court deems it appropriate to grant such application. Nothing in the forgoing shall be construed as a waiver of the defendants' right to object to consolidation of any subsequently-filed or transferred related action.

9. The Motive Investor Movants are appointed to serve as Co-Lead Plaintiffs in the above-captioned consolidated action pursuant to 15 U.S.C. §77z-1(a)(3)(B) and 15 U.S.C. §78u-4(a)(3)(B).

10. The law firms of Federman & Sherwood and Schiffrin & Barroway, LLP are appointed to serve as Co-Lead Counsel for the Class. Co-Lead Counsel shall provide general supervision of the activities of plaintiff's counsel and shall have the following responsibilities and duties to perform or delegate as appropriate:

- a. to brief and argue motions;

- b. to initiate and conduct discovery, including, without limitation, coordination of discovery with defendants' counsel, the preparation of written interrogatories, requests for admissions, and requests for production of documents:
- c. to direct and coordinate the examination of witnesses in depositions;
- d. to act as spokesperson at pretrial conferences;
- e. to call and chair meetings of plaintiffs' counsel as appropriate or necessary from time to time;
- f. to initiate and conduct any settlement negotiations with counsel for defendants;
- g. to provide general coordination of the activities of plaintiffs' counsel and to delegate work responsibilities to selected counsel as may be required in such a manner as to lead to the orderly and efficient prosecution of this litigation and to avoid duplication or unproductive effort;
- h. to consult with and employ experts;
- i. to receive and review periodic time reports of all attorneys on behalf of plaintiffs, to determine if the time is being spent appropriately and for the benefit of plaintiffs, and to determine and distribute plaintiffs' attorneys' fees; and
- j. to perform such other duties as may be expressly authorized by further order of this Court.

11. The law firm of Paul L. Smith & Associates is hereby approved as Liaison Counsel for the Class.

**FEDERMAN & SHERWOOD**

Dated: January \_\_\_\_, 2006

---

WILLIAM B. FEDERMAN

William B. Federman, TBA #794935  
120 N. Robinson, Suite 2720  
Oklahoma City, OK 73102  
Telephone: (405) 235-1560  
Facsimile: (405) 239-2112  
- and -  
2926 Maple Avenue  
Dallas, TX 75201

**SCHIFFRIN & BARROWAY, LLP**

Dated: January 11, 2006

  
ANDREW L. BARROWAY

Andrew L. Barroway  
Stuart L. Berman  
280 King of Prussia Road  
Radnor, PA 19087  
Telephone: (610) 667-7706  
Facsimile: (610) 667-7056

**Proposed Co-Lead Counsel**

**PROVOST & UMPRHEY LAW FIRM, LLP**

Dated: January \_\_\_\_, 2006

---

JOE KENDALL

Joe Kendall  
3232 McKinney Avenue, Suite 700  
Dallas, TX 75204  
Telephone: (214) 744-3000  
Facsimile: (214) 744-3015

11. The law firm of Paul L. Smith & Associates is hereby approved as Liaison  
Counsel for the Class.

**FEDERMAN & SHERWOOD**

Dated: January \_\_\_\_, 2006

---

WILLIAM B. FEDERMAN

William B. Federman, TBA #794935  
120 N. Robinson, Suite 2720  
Oklahoma City, OK 73102  
Telephone: (405) 235-1560  
Facsimile: (405) 239-2112  
- and -  
2926 Maple Avenue  
Dallas, TX 75201

**SCHIFFRIN & BARROWAY, LLP**

Dated: January \_\_\_\_, 2006

---

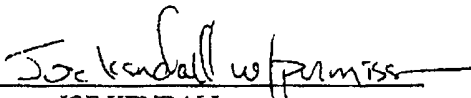
ANDREW L. BARROWAY

Andrew L. Barroway  
Stuart L. Berman  
280 King of Prussia Road  
Radnor, PA 19087  
Telephone: (610) 667-7706  
Facsimile: (610) 667-7056

**Proposed Co-Lead Counsel**

**PROVOST & UMPRHEY LAW FIRM, LLP**

Dated: January 12, 2006

  
JOE KENDALL

Joe Kendall  
3232 McKinney Avenue, Suite 700  
Dallas, TX 75204  
Telephone: (214) 744-3000  
Facsimile: (214) 744-3015

William S. Lerach  
Darren J. Robbins  
LERACH COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP  
655 West Broadway, Suite 1900  
San Diego, CA 92101  
Telephone: (619) 231-1058  
Facsimile: (619) 231-7423

Kip Shuman  
DYER & SHUMAN, LLP  
801 East 17<sup>th</sup> Avenue  
Denver, CO 80218-1417  
Telephone: (303) 861-3003  
Facsimile: (214) 830-6920

**Counsel for Plaintiff Jonathan Cheek**

**COHEN, MILSTEIN, HAUSFELD  
& TOLL, PLLC.**

Dated: January 11, 2006

  
\_\_\_\_\_  
DANIEL S. SOMMERS

Daniel S. Sommers  
Steven J. Toll  
1100 New York Avenue, N.W.  
West Tower, Suite 500  
Washington, DC 20005-3964  
Telephone: (202) 408-4600  
Facsimile: (202) 408-4699

**Counsel for Plaintiffs Clifford Allen and Daniel  
Lambert**

IT IS SO ORDERED.

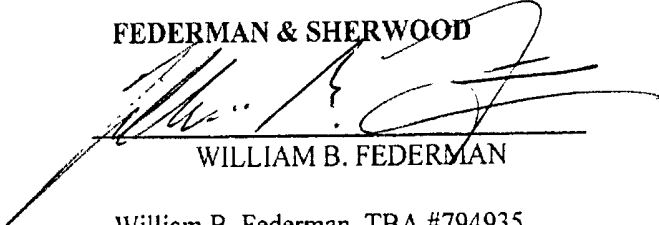
DATED: \_\_\_\_\_

\_\_\_\_\_  
Lee Yeakel, U.S.D.J.

11. The law firm of Paul L. Smith & Associates is hereby approved as Liaison Counsel for the Class.

Dated: January 12, 2006


**FEDERMAN & SHERWOOD**

  
WILLIAM B. FEDERMAN

William B. Federman, TBA #794935  
120 N. Robinson, Suite 2720  
Oklahoma City, OK 73102  
Telephone: (405) 235-1560  
Facsimile: (405) 239-2112  
- and -  
2926 Maple Avenue  
Dallas, TX 75201

**SCHIFFRIN & BARROWAY, LLP**

Dated: January 11, 2006

  
ANDREW L. BARROWAY

Andrew L. Barroway  
Stuart L. Berman  
280 King of Prussia Road  
Radnor, PA 19087  
Telephone: (610) 667-7706  
Facsimile: (610) 667-7056

**Proposed Co-Lead Counsel**

**PROVOST & UMPRHEY LAW FIRM, LLP**

Dated: January \_\_\_\_, 2006

---

JOE KENDALL

Joe Kendall  
3232 McKinney Avenue, Suite 700  
Dallas, TX 75204  
Telephone: (214) 744-3000  
Facsimile: (214) 744-3015

11. The law firm of Paul L. Smith & Associates is hereby approved as Liaison Counsel for the Class.

**FEDERMAN & SHERWOOD**

ated: January \_\_\_\_, 2006

\_\_\_\_\_  
WILLIAM B. FEDERMAN

William B. Federman, TBA #794935  
120 N. Robinson, Suite 2720  
Oklahoma City, OK 73102  
Telephone: (405) 235-1560  
Facsimile: (405) 239-2112  
-and-  
2926 Maple Avenue  
Dallas, TX 75201

**SCHIFFRIN & BARROWAY, LLP**

Dated: January 18, 2006

Andrew L. Barroway  
ANDREW L. BARROWAY

w/permission  
by KPD

Andrew L. Barroway  
Stuart L. Berman  
280 King of Prussia Road  
Radnor, PA 19087  
Telephone: (610) 667-7706  
Facsimile: (610) 667-7056

**Proposed Co-Lead Counsel**

**PROVOST & UMPHREY LAW FIRM, LLP**

Dated: January 18, 2006

Joe Kendall /w/ permission  
JOE KENDALL by KPD

Joe Kendall  
3232 McKinney Avenue, Suite 700  
Dallas, TX 75204  
Telephone: (214) 744-3000  
Facsimile: (214) 744-3015

William S. Lerach  
Darren J. Robbins  
LERACH COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP  
655 West Broadway, Suite 1900  
San Diego, CA 92101  
Telephone: (619) 231-1058  
Facsimile: (619) 231-7423

Kip Shuman  
KYER & SHUMAN, LLP  
801 East 17<sup>th</sup> Avenue  
Denver, CO 80218-1417  
Telephone: (303) 861-3003  
Facsimile: (214) 830-6920

**Counsel for Plaintiff Jonathan Cheek**

**COHEN, MILSTEIN, HAUSFELD  
& TOLL, P.L.L.C.**

Dated: January 18, 2006

Daniel S. Sommers w/permission  
DANIEL S. SOMMERS by RPD

Daniel S. Sommers  
Steven J. Toll  
1100 New York Avenue, N.W.  
West Tower, Suite 500  
Washington, DC 20005-3964  
Telephone: (202) 408-4600  
Facsimile: (202) 408-4699

**Counsel for Plaintiffs Clifford Allen and Daniel  
Lambert**

IT IS SO ORDERED.

DATED: January 18, 2006

Lee Yeakel  
Lee Yeakel, U.S.D.J.